

EXHIBIT A



December 16, 2022

Via Secure Email: kinga@ballardspahr.com

Adrian R. King, Jr.
Ballard Spahr LLP
 1735 Market Street, 51st Floor
 Philadelphia, PA 19103-7599

RE: Approval of the Application filed by George E. Norcross, III, Gregory B. Braca, Philip A. Norcross, and the Avery Conner Capital Trust (the “Applicants”) to solicit revocable proxies from more than 10% of holders of the shares of common stock of Republic First Bancorp, Inc., Philadelphia, Pennsylvania, and thereby indirectly acquire more than 10% of the voting control of Republic Bank, Philadelphia, Pennsylvania, pursuant to Section 112 of the Pennsylvania Banking Code of 1965

Dear Mr. King:

The subject application has been reviewed for compliance with the provisions of Section 112 of the Pennsylvania Banking Code of 1965. Having considered the relevant statutory factors, the Bureau of Bank Supervision (“Bureau”) of the Pennsylvania Department of Banking and Securities hereby approves the application.

1. This approval is provided only for the Applicants and no other individual or entity.
2. The approval is solely for the purpose of soliciting revocable proxies to elect Gregory B. Braca (the “Proposed Director”) to the Board of Directors of Republic First Bancorp, Inc., at the 2022 annual shareholders’ meeting. The Applicants must receive a non-objection from the Bureau for any other directors that may be proposed at the 2022 annual shareholders’ meeting and the Bureau must receive no less than 7 days prior notice of the newly proposed directors.
3. This approval does not address the eligibility of the Applicants to nominate the Proposed Director for election in the scheduled 2022 annual shareholders’ meeting of Republic First Bancorp, Inc. and Republic Bank; and is effective only to the extent the Applicants are deemed to otherwise be eligible to nominate a director under the applicable corporate governance documents, state and federal law or as decided by a court of competent jurisdiction.

4. The proxy solicitation must be completed within 90 days from the date of this letter unless a request for extension is approved by the Bureau. Any request for extension must be received no later than 30 days prior to the end of the 90-day period and set forth in detail the reason an extension is being requested. The Bureau reserves the right to require updated application information if any extension is requested by the Applicants.
5. This approval only relates to the solicitation and acquisition of proxies for shares by the Applicants and does not permit the Applicants to purchase or otherwise acquire ownership of the shares either directly or indirectly in excess of 10%. A separate application is required under Section 112 for the Applicants to acquire direct or indirect ownership in excess of 10% of the total outstanding shares of Republic First Bancorp, Inc., stock.
6. Any proxy form used by the Applicants to solicit voting rights of shares must be fully and completely revocable up to the moment such proxy is exercised.
7. Any proxy solicitation, and materials related to such solicitation, distributed by the Applicants pursuant to this approval is subject to the prohibitions regarding misleading statements contained in subsection (g) of Section 112.
8. Copies of all proxy materials related to the solicitation shall be provided to the Bureau when submitted to the Securities Exchange Commission (“SEC”) as well as any related submissions thereafter.
9. This approval is based upon the facts and representations made within the application and by the Applicants. Any changes in the facts and representations may result in an amendment to, or reversal of, the Bureau’s decision.

If you have any questions or concerns, please contact Alison Cestello, Enforcement Administrator, at (717) 329-2693 or acestello@pa.gov.

Sincerely,



Wendy S. Spicher
Deputy Secretary for
Depository Institutions

cc: Frank R. Hughes, Regional Director, Federal Deposit Insurance Corporation (via email)
William T. Wisser, Vice President, Federal Reserve Bank of Philadelphia (via email)